

Fill in this information to identify the case:

Debtor name Bentoli, Inc.

United States Bankruptcy Court for the:

Western District of Texas

Case number (if known): 23-10827

☒ Check if this is an amended filing

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *A Summary of Assets and Liabilities for Non-Individuals* (Official Form 206A-Summary)
- ☒ *Amended Schedule A/B* \_\_\_\_\_
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/14/2023  
MM/ DD/ YYYY

X

/s/ John Robinson

Signature of individual signing on behalf of debtor

John Robinson

Printed name

CEO

Position or relationship to debtor

Fill in this information to identify the case:

Debtor Name Bentoli, Inc.

United States Bankruptcy Court for the: Western District of Texas  
(State)

Case number (if known): 23-10827

☒ Check if this is an amended filing

## Official Form 206A/B

## Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

## Part 1: Cash and cash equivalents

## 1. Does the debtor have any cash or cash equivalents?

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

## All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

## 2. Cash on hand

## 3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
3.1. <u>Seacoast National Bank</u>	<u>Checking account</u>	<u>1 7 7 9</u>	<u>\$211.95</u>
3.2. <u>Independent Bank</u>	<u>Checking account</u>	<u>9 9 6 5</u>	<u>\$156,932.39</u>

## 4. Other cash equivalents (Identify all)

4.1		
4.2		

## 5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

**\$157,144.34**

## Part 2: Deposits and prepayments

## 6. Does the debtor have any deposits or prepayments?

- ☐ No. Go to Part 3.
- ☒ Yes. Fill in the information below.

Current value of debtor's interest

## 7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1 <u>116 Hoxie LLC</u>	<u>\$9,147.00</u>
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Debtor Bentoli, Inc.  
NameCase number (if known) 23-108278. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1	<u>OSPREY Biotech</u>	<u>\$1,882.91</u>
8.2	<u>Harney Partners (retainer funds as of September 29, 2023)</u>	<u>\$9,550.00</u>
8.3	<u>BDFTE, LLP (retainer funds as of September 29, 2023)</u>	<u>\$5,640.00</u>
8.4	<u>Smeberg Law Firm, PLLC (retainer funds as of September 29, 2023)</u>	<u>\$8,690.00</u>

9. **Total of Part 2**

Add lines 7 through 8. Copy the total to line 81.

\$34,909.91**Part 3:** Accounts receivable10. **Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.  
☒ Yes. Fill in the information below.

Current value of  
debtor's interest11. **Accounts receivable**

11a. 90 days old or less:	<u>\$540,004.77</u>	-	<u>\$35,507.34</u>	=..... →	<u>\$504,497.43</u>
	face amount		doubtful or uncollectible accounts		
11b. Over 90 days old:	<u>\$340,340.41</u>	-	<u>\$340,340.41</u>	=..... →	<u>\$0.00</u>
	face amount		doubtful or uncollectible accounts		

12. **Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$504,497.43**Part 4:** Investments13. **Does the debtor own any investments?**

- ☒ No. Go to Part 5.  
☐ Yes. Fill in the information below.

Valuation method used  
for current valueCurrent value of  
debtor's interest14. **Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1	<u></u>	<u></u>	<u></u>
14.2	<u></u>	<u></u>	<u></u>

15. **Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity:

% of  
ownership:

15.1.	<u></u>	<u></u>	<u></u>	<u></u>
15.2.	<u></u>	<u></u>	<u></u>	<u></u>

Debtor Bentoli, Inc.  
NameCase number (if known) 23-1082716. **Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1 \_\_\_\_\_

16.2 \_\_\_\_\_

17. **Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

_____
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**Part 5:** Inventory, excluding agriculture assets18. **Does the debtor own any inventory (excluding agriculture assets)?**☐ No. Go to Part 6.☒ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. <b>Raw materials</b>				
<u>Input ingredients and packaging</u>	<u>06/30/2023</u> MM / DD / YYYY	<u>\$77,740.00</u>	<u>Landed Cost Basis</u>	<u>\$77,740.00</u>
20. <b>Work in progress</b>				
_____	_____	_____	_____	_____
	MM / DD / YYYY			
21. <b>Finished goods, including goods held for resale</b>				
<u>Livestock feed and supplements available for sale to customers</u>	<u>06/30/2023</u> MM / DD / YYYY	<u>\$75,430.00</u>	<u>Raw Material, Freight, Labor</u>	<u>\$75,430.00</u>
22. <b>Other inventory or supplies</b>				
_____	_____	_____	_____	_____
	MM / DD / YYYY			
23. <b>Total of Part 5</b>				
Add lines 19 through 22. Copy the total to line 84.				<u>\$153,170.00</u>

24. **Is any of the property listed in Part 5 perishable?**☒ No☐ Yes25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**☒ No☐ Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_26. **Has any of the property listed in Part 5 been appraised by a professional within the last year?**☒ No☐ Yes**Part 6:** Farming and fishing-related assets (other than titled motor vehicles and land)

Debtor Bentoli, Inc.  
NameCase number (if known) 23-10827

## 27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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## 28. Crops—either planted or harvested

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29. Farm animals *Examples:* Livestock, poultry, farm-raised fish

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## 30. Farm machinery and equipment (Other than titled motor vehicles)

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## 31. Farm and fishing supplies, chemicals, and feed

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## 32. Other farming and fishing-related property not already listed in Part 6

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## 33. Total of Part 6

Add lines 28 through 32. Copy the total to line 85.

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## 34. Is the debtor a member of an agricultural cooperative?

- ☒ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

## 35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- ☒ No
- ☐ Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

## 36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☒ No
- ☐ Yes

## 37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

**Part 7:** Office furniture, fixtures, and equipment; and collectibles

## 38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.
- ☒ Yes. Fill in the information below.

Debtor Bentoli, Inc.  
NameCase number (if known) 23-10827

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. <b>Office furniture</b>  6 desks and chairs, 10 filing cabinets, 2 printers, 1 water dispenser, 3 desktop computers, 3 laptop computers, 1 reception sofa and chair, 1 coffee room table, 5 chairs	unknown		\$2,000.00
40. <b>Office fixtures</b>  			
41. <b>Office equipment, including all computer equipment and communication systems equipment and software</b>  Lab equipment	unknown	Cost	\$13,792.00
Warehouse equipment	unknown	Cost	\$7,090.00
42. <b>Collectibles</b> Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles  42.1 42.2 42.3			
43. <b>Total of Part 7</b> Add lines 39 through 42. Copy the total to line 86.			\$22,882.00
44. <b>Is a depreciation schedule available for any of the property listed in Part 7?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
45. <b>Has any of the property listed in Part 7 been appraised by a professional within the last year?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes			
<b>Part 8: Machinery, equipment, and vehicles</b>			
46. <b>Does the debtor own or lease any machinery, equipment, or vehicles?</b> <input type="checkbox"/> No. Go to Part 9. <input checked="" type="checkbox"/> Yes. Fill in the information below.			
General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47. <b>Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles</b>  47.1 2016 Volkswagen Golf	\$3,500.00	Kelly Blue Book	\$3,500.00
48. <b>Watercraft, trailers, motors, and related accessories</b> Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			

Debtor Bentoli, Inc.  
NameCase number (if known) 23-10827

48.1 \_\_\_\_\_

48.2 \_\_\_\_\_

49. **Aircraft and accessories**

49.1 \_\_\_\_\_

49.2 \_\_\_\_\_

50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

\_\_\_\_\_

51. **Total of Part 8**

Add lines 47 through 50. Copy the total to line 87.

**\$3,500.00**52. **Is a depreciation schedule available for any of the property listed in Part 8?**☒ No☐ Yes53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**☒ No☐ Yes**Part 9:** Real property54. **Does the debtor own or lease any real property?**☐ No. Go to Part 10.☒ Yes. Fill in the information below.55. **Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest****Description and location of property**

Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.

**Nature and extent of debtor's interest in property****Net book value of debtor's interest**

(Where available)

**Valuation method used for current value****Current value of debtor's interest**55.1 **Commercial lease at 116 Hoxie Street / 116 Hoxie St Coupland, TX 78615-5035**Leaseunknownunknown56. **Total of Part 9**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

57. **Is a depreciation schedule available for any of the property listed in Part 9?**☒ No☐ Yes58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**☒ No☐ Yes**Part 10:** Intangibles and intellectual property

Debtor Bentoli, Inc.  
NameCase number (if known) 23-10827

## 59. Does the debtor have any interests in intangibles or intellectual property?

- ☐ No. Go to Part 11.
- ☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets <u>See list of registered trademarks</u>	<u>unknown</u>		<u>unknown</u>
61. Internet domain names and websites <u>bentoli.com</u>	<u>unknown</u>		<u>unknown</u>
62. Licenses, franchises, and royalties <u>License agreements with Thailand and India affiliates</u>	<u>unknown</u>		<u>unknown</u>
63. Customer lists, mailing lists, or other compilations _____	_____	_____	_____
64. Other intangibles, or intellectual property <u>Product formulations</u>	<u>unknown</u>		<u>unknown</u>
65. Goodwill _____	_____	_____	_____
66. Total of Part 10 Add lines 60 through 65. Copy the total to line 89.			<div style="border: 1px solid black; width: 100px; height: 20px;"></div>

## 67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No
- ☐ Yes

## 68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No
- ☐ Yes

## 69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

**Part 11:** All other assets

## 70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
- ☒ Yes. Fill in the information below.

Current value of debtor's interest



Debtor Bentoli, Inc.  
NameCase number (if known) 23-1082771. **Notes receivable**

Description (include name of obligor)

_____	-	_____	= →	_____
		Total face amount	doubtful or uncollectible amount	

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

<u>Net Operation Loss of \$496,732</u>	Tax year <u>2021</u>	<u>unknown</u>
<u>\$1,335,415 Capital Loss Carry Forward</u>	Tax year <u>2021</u>	<u>unknown</u>
<u>Section 1231 Available for Recapture \$288,953</u>	Tax year <u>2021</u>	<u>unknown</u>
<u>NOL/Capital Loss Carry Forward/Recapture</u>	Tax year <u>2022</u>	<u>unknown</u>

73. **Interests in insurance policies or annuities**

\_\_\_\_\_

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

Potential claims against the Squire Patton Boggs ("SPB") law firm arising from, among other things, the acts, omissions, breaches of loyalty, and conflicts of interest in representing Alexander Palencia, a former control person and director of Bentol, in matters adverse to and detrimental to SPB's client Bentoli's interests.

unknown

Nature of claim \_\_\_\_\_

Amount requested unknown

Potential Claims against Frank Maresma and Sana Care, including but not limited to, fraudulent transfer, usury, preference, self dealing, theft, fraud, unjust enrichment, and breach of fiduciary duty.

unknown

Nature of claim \_\_\_\_\_

Amount requested unknown

Potential Claims against Alexander Palencia, and Divendi Americas, Inc., including but not limited to, fraudulent transfer, usury, preference, self dealing, theft, fraud, unjust enrichment, and breach of fiduciary duty.

unknown

Nature of claim \_\_\_\_\_

Amount requested unknown75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

\_\_\_\_\_

Nature of claim \_\_\_\_\_

Amount requested \_\_\_\_\_

76. **Trusts, equitable or future interests in property**

\_\_\_\_\_

77. **Other property of any kind not already listed** Examples: Season tickets, country club membership

\_\_\_\_\_

Debtor Bentoli, Inc.  
NameCase number (if known) 23-1082778. **Total of Part 11**

Add lines 71 through 77. Copy the total to line 90.

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**☒ No☐ Yes**Part 12:** Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1.</i>	<u>\$157,144.34</u>	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	<u>\$34,909.91</u>	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	<u>\$504,497.43</u>	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	<u></u>	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	<u>\$153,170.00</u>	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	<u></u>	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	<u>\$22,882.00</u>	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	<u>\$3,500.00</u>	
88. <b>Real property.</b> <i>Copy line 56, Part 9.</i> ..... →		<u>unknown</u>
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	<u>unknown</u>	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	+ <u>unknown</u>	
91. <b>Total.</b> <i>Add lines 80 through 90 for each column.</i> .....91a.	<u>\$876,103.68</u>	+ 91b. <u></u>
92. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92. ....		<u>\$876,103.68</u>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>Bentoli, Inc.</b>	§	
	§	<b>Case No. 23-10827</b>
	§	<b>SubChapter V</b>
<b>Debtor</b>	§	

**CERTIFICATE OF SERVICE**

I hereby certify that true and correct copies of the foregoing were forwarded electronically via the Court's ECF System, or by U.S. first class mail, postage prepaid, on, all parties listed on the attached Limited Service List on November 15, 2023.

Respectfully submitted,

By: /s/ Ronald J. Smeberg  
RONALD J. SMEBERG  
Texas State Bar No. 24033967  
THE SMEBERG LAW FIRM, PLLC  
4 Imperial Oaks  
San Antonio, Texas 78248  
(210) 695-6684, Telephone  
(210) 598-7357, Facsimile  
ron@smeberg.com  
ATTORNEY FOR DEBTOR

**LIMITED SERVICE LIST**

**DEBTOR**

Bentoli, Inc.  
c/o John Robinson  
116 Hoxie St  
Coupland, TX 78615-5035

700 E. San Antonio, Ste 200  
El Paso, Texas 79901

Mass. Dept. Of Revenue  
ATTN: Bankruptcy Unit  
Po Box 7090  
Boston MA 02204-7090

TForce Freight  
1000 Semmes Ave Po Box 1216  
Richmond, VA 23224-2246

Spectrum Enterprise  
1900 Blue Crest Ln  
San Antonio, TX 78247-4315

**GOVERNMENTAL ENTITIES**

Texas Comptroller of Public  
Account  
Attn: Bankruptcy  
Po Box 149359  
Austin, TX 78714-9359

Michael Colvard  
Weston Center,  
112 East Pecan Street, Suite 1616  
San Antonio, TX 78205

Uline  
12575 Uline Dr  
Pleasant Prairie, WI 53158

Internal Revenue Service  
Special Procedures - Insolvency  
P.O. BOX 21126  
PHILADELPHIA, PA 19114

**SECURED CREDITORS**

Liminality Ventures, LLC  
c/o John Robinson  
301 West Ave Unit 4603  
Austin, TX 78701-4761

**PARTIES REQUESTING ELECTRONIC NOTICE**

Brian Engle  
4004 Belt Line Road 100  
Addison, TX 75001

Bastrop County  
Julie Anne Parsons  
c/o McCreary, Veselka, Bragg &  
Allen, P.C.  
P.O. Box 1269  
Round Rock, Texas 78680-1269

U.S. Small Business  
Administration  
615 E. Houston St. Ste 298  
San Antonio, TX 78205

Morris D. Weiss  
William R. "Trip"  
Nix Holland & Knight, LLP  
100 Congress Ave., Suite 1800  
Austin, Texas 78701

Travis County Tax Office  
Jason A Starks  
c/o Travis County Attorney  
P.O. Box 1748  
Austin, TX 78767

**TWENTY LARGEST UNSECURED CREDITORS**

Alexander Palencia  
c/o Travis A McRoberts  
Squire Patton Boggs  
2200 Ross Ave Ste 4100w  
Dallas, TX 75201-7902

David L. Rosendorf, Esq.  
Kozyak Tropin & Throckmorton  
LLP  
2525 Ponce de Leon Blvd., 9th  
Floor  
Coral Gables, FL 33134

United States Treasury  
PO Box 71052  
Philadelphia, PA 19176-6052

Frank A. Maresma  
6750 Sw 73rd Ct  
Miami, FL 33143-2923

U.S. Department Of Labor -  
OSHA  
1033 La Posada Dr Ste 375  
Austin, TX 78752-3832

Squire Patton Boggs (US)LLP  
200 S Biscayne Blvd Ste 3400  
Miami, FL 33131-2303

Office of the United States  
Trustee – AU12  
903 San Jacinto Blvd Ste 230  
Austin, TX 78701-2450

Becker  
2525 Ponce De Leon Blvd., #825  
Coral Gables, FL 33134

U.S. Attorney  
Attn: Bkcy Division

Quill Corporation  
Po Box 37600  
Philadelphia, PA 19101-0600